

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

ASTROPOWER LIQUIDATING TRUST, f/k/a)	
ASTROPOWER, INC.,)	
)	
)	
)	
Plaintiff,)	
v.)	C. A. No. 06-469 (JJF)
KPMG, LLP,)	
)	
Defendant)	

MOTION AND ORDER FOR ADMISSION *PRO HAC VICE*

Pursuant to Rule 83.5 of the Civil Practice and Procedure of the United States District Court for the District of Delaware and the below certification, counsel moves the admission *pro hac vice* of Michael D. Warden, Esquire, to represent the defendant in this matter.

Dated: December 5, 2006

YOUNG CONAWAY STARGATT & TAYLOR, LLP



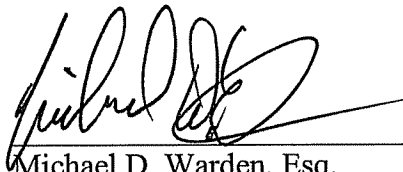
John T. Dorsey (No. 2988)
Maribeth L. Minella (No. 4185)
The Brandywine Building
1000 West Street, 17th Floor
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253

Co-Counsel to the Defendant

CERTIFICATION BY COUNSEL TO BE ADMITTED PRO HAC VICE

Pursuant to D. Del. LR 83.5, I certify that I am eligible for admission to this Court, am admitted, practicing and in good standing as a member of the Bars of the District of Columbia and the Commonwealth of Virginia and pursuant to D. Del. LR 83.6 submit to the disciplinary jurisdiction of this Court for any alleged misconduct which occurs in the preparation or course of this action. I also certify that I am generally familiar with this Court's Local Rules and with Standing Order for District Court Fund effective 1/1/05. I further certify that the annual fee of \$25.00 has been paid to the Clerk of Court for District Court.

Dated: December 4, 2006



Michael D. Warden, Esq.
SIDLEY AUSTIN LLP
1501 K Street, N.W.
Washington, D.C. 20005

ORDER GRANTING MOTION

IT IS HEREBY ORDERED that counsel's motion for admission pro hac vice is granted.

The Honorable Joseph J. Farnan, Jr.
United States District Judge